

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**IN RE:**

**LIMETREE BAY SERVICES, LLC, *et al.*,<sup>1</sup>  
Debtors.**

**CHAPTER 11**

**CASE NO.: 21-32351 (DRJ)  
(Jointly Administered)**

**ORDER GRANTING DEBTORS' EMERGENCY MOTION TO (I) REOPEN AUCTION  
PURSUANT TO BIDDING PROCEDURES, (II) APPROVE SCHEDULE AND  
PROCEDURES FOR CONTINUED AUCTION, AND (III) GRANT RELATED RELIEF**

Upon the motion (“**Motion**”)<sup>2</sup> of the debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”) for entry of an order (the “**Order**”) reopening the Auction, as more fully set forth in the Motion; finding this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; finding that this matter is a core proceeding pursuant to 28 U.S.C. § 157; finding this Court may enter final orders in this matter consistent with Article III of the United States Constitution; finding that this matter is properly venued in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; finding notice of the Motion due and proper under the circumstances and in accordance with all applicable rules and orders, and no further or additional notice of the Motion being warranted; having considered the Motion, the objections thereto presented during the hearing, and all other matters submitted in connection with the Motion; and, after due deliberation and upon the evidence presented, finding that the relief requested by and through the Motion, as granted herein, is due and proper, is

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, LLC (9222). The Debtors’ mailing address is Limetree Bay Services, LLC, 11100 Brittnoore Park Drive, Houston, TX 77041.

<sup>2</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

premised on the Debtors' sound business judgment, and serves the best interests of the estates and their creditors; and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED:**

1. The Motion is hereby granted as provided herein and, all objections to the Motion, which have not been withdrawn, waived or settled, and all reservations of rights included therein, are denied and overruled on the merits.

2. The Debtors are authorized to reopen the Auction. The Auction shall begin on December 17, 2021, at 10:00 a.m. (prevailing Central Time). The Auction shall be held via a virtual platform, such as Zoom or GoToMeeting, as the Debtors designate. No later than December 16, 2021, at 12:00 p.m. (prevailing Central Time), the Debtors shall provide credentials necessary to access such platform to SCE, Bay, Sabin, WIPL, the Notice Parties, the United States, and the United States Trustee.

3. WIPL is hereby declared a Qualified Bidder and the WIPL APA is deemed to be a Qualified Bid for all purposes under the Bidding Procedures and this Order, including, without limitation, participating as a bidder during the Auction. The WIPL APA shall constitute an overbid of the SCE bid at the Auction. At the Auction, any subsequent bids shall be submitted in the following order: first, SCE; second, Bay and/or Sabin; and third, WIPL. The Bid Deadline shall be extended to December 16, 2021, at 10:00 a.m. (prevailing Central Time). Qualified Bidders shall submit executed copies of their respective asset purchase agreements to the Debtors by the Bid Deadline. As soon as practicable following receipt, the Debtors shall make the asset purchase agreements for Qualified Bidders available to the Notice Parties, WIPL, SCE, Bay, Sabin, the United States, and the United States Trustee. The Auction shall be governed by the terms of this Order and, to the extent not inconsistent with this Order, the Bidding Procedures.

4. At the conclusion of the Auction, the Debtors shall select a Winning Bidder(s) and Back-up Bidder(s) in accordance with the Bidding Procedures. No later than December 18, 2021, at 5:00 p.m. (prevailing Central Time), the Debtors shall file a Declaration of Winning Bidder based on the results of the Auction.

5. The Sale Objection Deadline is hereby extended to December 19, 2021, at 5:00 p.m. (prevailing Central Time) and all parties' rights to contest the sale and matters occurring at the re-opened Auction, including among other things, the Debtors' determination that the WIPL APA is a higher or otherwise better bid, are preserved.

6. The Sale Hearing scheduled for December 7, 2021, at 4:00 p.m. (prevailing Central Time) is hereby re-set to December 21, 2021, at 10:00 a.m. (prevailing Central Time).

7. Notwithstanding the entry of this Order, any and all rights of SCE to the SCE Bid Protections pursuant to the terms of the *Order Granting Debtors' Emergency Motion to Amend Bid Procedures and Other Related Relief* [Docket No. 813] are preserved.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated:

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David R. Jones  
Chief United States Bankruptcy Judge